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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076

Expires: November 30, 2001

Estimated average burden
hours per response 16.00

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

RECD S.E.C.

JUL 12 2002

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Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)Morgan Stanley Venture Partners 2001 Fund, L.P. up to \$150,000,000 in limited partnership interests¹Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOEType of Filing: ☐ New Filing ☒ Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Morgan Stanley Venture Partners 2001 Fund, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
c/o MSVP 2001 Fund, LLC, 1585 Broadway, 38th Floor, New York, NY 10036 (212) 761-6003

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business

Private limited partnership investing primarily in emerging growth companies.

PROCESSED

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FINANCIAL

Type of Business Organization

☐ corporation ☒ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month Year
1 0 0 1

☒ Actual☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

D E

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).*When To File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.*Filing Fee:* There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

¹ The General Partner reserves the right to accept a smaller or larger participation.

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A. BASIC IDENTIFICATION DATA**2. Enter the information requested for the following:**

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner

Full Name (Last name first, if individual)

MSVP 2001 Fund, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

1585 Broadway, 38th Floor, New York, NY 10036

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner

Full Name (Last name first, if individual)

MSVP 2001, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

1585 Broadway, 38th Floor, New York, NY 10036

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Abramovitz, Debra E.

Business or Residence Address (Number and Street, City, State, Zip Code)

1585 Broadway, 38th Floor, New York, NY 10036

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Bejjani, Ghassan J.

Business or Residence Address (Number and Street, City, State, Zip Code)

1585 Broadway, 38th Floor, New York, NY 10036

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Booth, Jeffrey J.

Business or Residence Address (Number and Street, City, State, Zip Code)

3000 Sand Hill Road, Building 4, Suite 250, Menlo Park, CA 94025

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Clifford, Kenneth

Business or Residence Address (Number and Street, City, State, Zip Code)

1585 Broadway, 38th Floor, New York, NY 10036

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

de Chazal, Guy L.

Business or Residence Address (Number and Street, City, State, Zip Code)

1585 Broadway, 38th Floor, New York, NY 10036

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA**2. Enter the information requested for the following:**

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

D'Arpino, Vincent A.

Business or Residence Address (Number and Street, City, State, Zip Code)

1585 Broadway, 38th Floor, New York, NY 10036

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Halsted, Scott S.

Business or Residence Address (Number and Street, City, State, Zip Code)

3000 Sand Hill Road, Building 4, Suite 250, Menlo Park, CA 94025

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Harding, William J.

Business or Residence Address (Number and Street, City, State, Zip Code)

3000 Sand Hill Road, Building 4, Suite 250, Menlo Park, CA 94025

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Hoffen, Howard I.

Business or Residence Address (Number and Street, City, State, Zip Code)

1585 Broadway, 38th Floor, New York, NY 10036

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Husain, Mian Fazle

Business or Residence Address (Number and Street, City, State, Zip Code)

1585 Broadway, 38th Floor, New York, NY 10036

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Loarie, Robert J.

Business or Residence Address (Number and Street, City, State, Zip Code)

3000 Sand Hill Road, Building 4, Suite 250, Menlo Park, CA 94025

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Walley, Noah J.

Business or Residence Address (Number and Street, City, State, Zip Code)

1585 Broadway, 38th Floor, New York, NY 10036

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes ☐ No ☒
- Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 100,000²
3. Does the offering permit joint ownership of a single unit? Yes ☒ No ☐
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

² The General Partner reserves the right to accept smaller participations.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

| Type of Security | Aggregate Offering Price | Amount Already Sold |
|--|-----------------------------|----------------------------|
| Debt | \$ -0- | \$ -0- |
| Equity | \$ -0- | \$ -0- |
| <input type="checkbox"/> Common <input type="checkbox"/> Preferred | | |
| Convertible Securities (including warrants) | \$ -0- | \$ -0- |
| Partnership Interests | \$ 150,000,000 ³ | \$ 57,294,000 ⁴ |
| Other (specify _____) | \$ | \$ |
| Total | \$ 150,000,000 | \$ 57,294,000 |

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

| | Number of Investors | Aggregate Dollar Amount of Purchases |
|---|---------------------|--------------------------------------|
| Accredited Investors | 24 | \$ 57,294,000 |
| Non-accredited Investors | -0- | \$ -0- |
| Total (for filings under Rule 504 only) | | \$ |

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

| Type of offering | Type of Security | Dollar Amount Sold |
|--------------------|------------------|--------------------|
| Rule 505 | | \$ |
| Regulation A | | \$ |
| Rule 504 | | \$ |
| Total | | \$ |

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

| | | |
|--|-------------------------------------|------------|
| Transfer Agent's Fees | <input type="checkbox"/> | \$ 0 |
| Printing and Engraving Costs | <input type="checkbox"/> | \$ 0 |
| Legal Fees | <input checked="" type="checkbox"/> | \$ 300,000 |
| Accounting Fees | <input checked="" type="checkbox"/> | \$ 0 |
| Engineering Fees | <input type="checkbox"/> | \$ 0 |
| Sales Commissions (specify finders' fees separately) | <input type="checkbox"/> | \$ 0 |
| Other Expenses (identify) <u>miscellaneous organizational expenses</u> | <input checked="" type="checkbox"/> | \$ 0 |
| Total | <input checked="" type="checkbox"/> | \$ 300,000 |

³ This amount includes partnership interests being offered in Morgan Stanley Venture Investors 2001 Fund, L.P., an affiliated fund.

⁴ Includes the proceeds of partnership interests sold to international investors.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”


\$ 149,700,000⁵

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

| | | Payments to Officers, Directors & Affiliates | | Payments to Others |
|--|-----------------------------|---|--|-----------------------|
| Salaries and fees | <input type="checkbox"/> \$ | | <input type="checkbox"/> \$ | |
| Purchase of real estate | <input type="checkbox"/> \$ | | <input type="checkbox"/> \$ | |
| Purchase, rental or leasing and installation of machinery and equipment | <input type="checkbox"/> \$ | | <input type="checkbox"/> \$ | |
| Construction or leasing of plant buildings and facilities | <input type="checkbox"/> \$ | | <input type="checkbox"/> \$ | |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) | <input type="checkbox"/> \$ | | <input type="checkbox"/> \$ | |
| Repayment of indebtedness | <input type="checkbox"/> \$ | | <input type="checkbox"/> \$ | |
| Working capital | <input type="checkbox"/> \$ | | <input type="checkbox"/> \$ | |
| Other (specify): <u>Investments in emerging growth companies</u> | <input type="checkbox"/> \$ | | <input checked="" type="checkbox"/> \$ | 149,700,000 |
| | <input type="checkbox"/> \$ | | <input type="checkbox"/> \$ | |
| Column Totals | <input type="checkbox"/> \$ | | <input checked="" type="checkbox"/> \$ | 149,700,000 |
| Total Payments Listed (column totals added) | | <input checked="" type="checkbox"/> \$ | | 149,700,000 |

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

| | | |
|--|--|-----------------------|
| Issuer (Print or Type) Morgan Stanley Venture Partners 2001 Fund, L.P. | Signature  | Date July 10, 2002 |
| Name of Signer (Print or Type) By: MSVP 2001 Fund, LLC, as general partner By: MSVP 2001, Inc., as Managing Member of the General Partner | Title of Signer (Print or Type) Executive Director | |
| By: Debra Abramovitz | | |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

⁵ This amount includes partnership interests being offered in Morgan Stanley Venture Investors 2001 Fund, L.P., an affiliated fund.

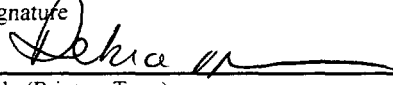
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No
☐ ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| | | |
|--|--|---------------|
| Issuer (Print or Type) | Signature | Date |
| Morgan Stanley Venture Partners 2001 Fund, L.P. |  | July 10, 2002 |
| Name (Print or Type) | Title (Print or Type) | |
| By: MSVP 2001 Fund, LLC, as General Partner By: MSVP 2001, Inc., as Managing Member of the General Partner | Executive Director | |
| By: Debra Abramovitz | | |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signature.

APPENDIX

| 1 State | 2 Intend to sell to non-accredited investors in State (Part B-Item 1) | | 3 Type of security and aggregate offering price offered in State (Part C-Item 1) | 4 Type of investor and amount purchased in State (Part C-Item 2) | | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | |
|------------|--|----|---|---|-------------|------------------------------------|--------|---|----|
| | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
| AL | | X | LIMITED PARTNERSHIP INTERESTS \$1,000,000 | 1 | \$1,000,000 | N/A | N/A | | X |
| AK | | | | | | | | | |
| AZ | | X | \$300,000 | 1 | \$300,000 | N/A | N/A | | X |
| AR | | | | | | | | | |
| CA | | X | \$5,000,000 | 1 | \$5,000,000 | N/A | N/A | | X |
| CO | | | | | | | | | |
| CT | | | | | | | | | |
| DE | | X | \$5,000,000 | 1 | \$5,000,000 | N/A | N/A | | X |
| DC | | | | | | | | | |
| FL | | | | | | | | | |
| GA | | | | | | | | | |
| HI | | | | | | | | | |
| ID | | | | | | | | | |
| IL | | X | \$6,000,000 | 1 | \$6,000,000 | N/A | N/A | | X |
| IN | | | | | | | | | |
| IA | | | | | | | | | |
| KS | | | | | | | | | |
| KY | | | | | | | | | |
| LA | | | | | | | | | |
| ME | | | | | | | | | |
| MD | | | | | | | | | |
| MA | | X | \$5,000,000 | 1 | \$5,000,000 | N/A | N/A | | X |
| MI | | | | | | | | | |
| MN | | | | | | | | | |
| MT | | | | | | | | | |
| MS | | | | | | | | | |

APPENDIX

| 1 State | 2 Intend to sell to non-accredited investors in State (Part B–Item 1) | | 3 Type of security and aggregate offering price offered in State (Part C–Item 1) | 4 Type of investor and amount purchased in State (Part C–Item 2) | | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E–Item 1) | |
|------------|--|----|---|---|--------------|------------------------------------|--------|---|----|
| | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
| MO | | | | | | | | | |
| NE | | | | | | | | | |
| NV | | | | | | | | | |
| NH | | | | | | | | | |
| NJ | | X | \$1,250,000 | 2 | \$1,250,000 | N/A | N/A | | X |
| NM | | | | | | | | | |
| NY | | X | \$18,494,000 | 6 | \$18,494,000 | N/A | N/A | | X |
| NC | | | | | | | | | |
| ND | | | | | | | | | |
| OH | | | | | | | | | |
| OK | | | | | | | | | |
| OR | | | | | | | | | |
| PA | | X | \$5,000,000 | 1 | \$5,000,000 | N/A | N/A | | X |
| RI | | | | | | | | | |
| SC | | | | | | | | | |
| SD | | | | | | | | | |
| TN | | | | | | | | | |
| TX | | X | \$500,000 | 1 | \$500,000 | N/A | N/A | | X |
| UT | | | | | | | | | |
| VT | | | | | | | | | |
| VA | | | | | | | | | |
| WA | | | | | | | | | |
| WV | | | | | | | | | |
| WI | | | | | | | | | |
| WY | | | | | | | | | |
| PR | | | | | | | | | |

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS.

That the undersigned Morgan Stanley Venture Partners 2001 Fund, L.P., a partnership organized under the laws of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Morgan Stanley Venture Partners 2001 Fund, L.P.
1585 Broadway, 38th Floor
New York, NY 10036
Attention: Vincent D'Arpino
Facsimile No.: (212) 761-9611

Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

| | | | |
|--|--|--|--------------------------------------|
| <input type="checkbox"/> ALABAMA | Secretary of State | <input checked="" type="checkbox"/> FLORIDA | Department of Banking and Finance |
| <input checked="" type="checkbox"/> ALASKA | Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development | <input checked="" type="checkbox"/> GEORGIA | Commissioner of Securities |
| <input checked="" type="checkbox"/> ARIZONA | The Corporation Commission | <input checked="" type="checkbox"/> GUAM | Administrator, Department of Finance |
| <input checked="" type="checkbox"/> ARKANSAS | The Securities Commissioner | <input checked="" type="checkbox"/> HAWAII | Commissioner of Securities |
| <input checked="" type="checkbox"/> CALIFORNIA | Commissioner of Corporations | <input checked="" type="checkbox"/> IDAHO | Director, Department of Finance |
| <input checked="" type="checkbox"/> COLORADO | Securities Commissioner | <input checked="" type="checkbox"/> ILLINOIS | Secretary of State |
| <input checked="" type="checkbox"/> CONNECTICUT | Banking Commissioner | <input checked="" type="checkbox"/> INDIANA | Secretary of State |
| <input checked="" type="checkbox"/> DELAWARE | Securities Commissioner | <input checked="" type="checkbox"/> IOWA | Commissioner of Insurance |
| <input checked="" type="checkbox"/> DISTRICT OF COLUMBIA | Public Service Commission | <input checked="" type="checkbox"/> KANSAS | Secretary of State |

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| <input checked="" type="checkbox"/> KENTUCKY | Director, Division of Securities | <input checked="" type="checkbox"/> OHIO | Secretary of State |
| <input checked="" type="checkbox"/> LOUISIANA | Commissioner of Securities | <input checked="" type="checkbox"/> OREGON | Director, Department of Insurance and Finance Securities Administrator |
| <input checked="" type="checkbox"/> MAINE | Administrator, Securities | <input checked="" type="checkbox"/> OKLAHOMA | Securities Administrator |
| <input checked="" type="checkbox"/> MARYLAND | Commissioner of the Division of Securities | <input checked="" type="checkbox"/> PENNSYLVANIA | Pennsylvania does not require filing of a Consent to Service of Process |
| <input checked="" type="checkbox"/> MASSACHUSETTS | Secretary of State | <input checked="" type="checkbox"/> PUERTO RICO | Commissioner of Financial Institutions |
| <input checked="" type="checkbox"/> MICHIGAN | Administrator, Corporation and Securities Bureau, Department of Commerce Division | <input checked="" type="checkbox"/> RHODE ISLAND | Director of Business Regulations |
| <input checked="" type="checkbox"/> MINNESOTA | Commissioner of Commerce | <input checked="" type="checkbox"/> SOUTH CAROLINA | Secretary of State |
| <input checked="" type="checkbox"/> MISSISSIPPI | Secretary of State | <input checked="" type="checkbox"/> SOUTH DAKOTA | Director of the Division of Securities |
| <input checked="" type="checkbox"/> MISSOURI | Securities Commissioner | <input checked="" type="checkbox"/> TENNESSEE | Commissioner of Commerce and Insurance |
| <input checked="" type="checkbox"/> MONTANA | State Auditor and Commissioner of Insurance | <input checked="" type="checkbox"/> TEXAS | Securities Commissioner |
| <input checked="" type="checkbox"/> NEBRASKA | Director of Banking and Finance | <input checked="" type="checkbox"/> UTAH | Director, Division of Securities |
| <input checked="" type="checkbox"/> NEVADA | Secretary of State | <input checked="" type="checkbox"/> VERMONT | Secretary of State |
| <input checked="" type="checkbox"/> NEW HAMPSHIRE | Secretary of State | <input checked="" type="checkbox"/> VIRGINIA | Clerk, State Corporation Commission |
| <input checked="" type="checkbox"/> NEW JERSEY | Chief, Securities Bureau | <input checked="" type="checkbox"/> WASHINGTON | Director of the Department of Licensing |
| <input checked="" type="checkbox"/> NEW MEXICO | Director, Securities Division | | |
| <input checked="" type="checkbox"/> NEW YORK | Secretary of State | <input checked="" type="checkbox"/> WEST VIRGINIA | Commissioner of Securities |
| <input checked="" type="checkbox"/> NORTH CAROLINA | Secretary of State | <input checked="" type="checkbox"/> WISCONSIN | Commissioner of Securities |
| <input checked="" type="checkbox"/> NORTH DAKOTA | Securities Commissioner | <input checked="" type="checkbox"/> WYOMING | Secretary of State |

Dated this 10th day of July, 2002.
(SEAL)

Morgan Stanley Venture Partners 2001 Fund, L.P.



By: MSVP 2001 Fund, LLC, as General Partner

By: MSVP 2001, Inc., as Managing Member of the General Partner

By: Debra Abramovitz
Its: Executive Director

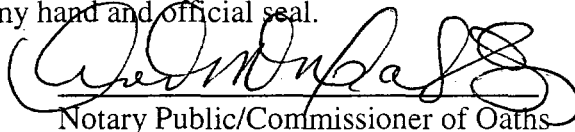
INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGEMENT

State of New York
County of New York

On this 11th day of July, 2002, before me, the undersigned officer, personally appeared Debra Abramovitz, to me personally known and known to me to be the same person whose name is signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

ANN M. MORALES-EAR
NOTARY PUBLIC, State of New York
No. 43-6058314
Qualified in Richmond County
Certified in New York County
Commission Expires 5-7-03


Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires 5-7-03